

SAMPLE ARTICLES OF INCOPORATRION
OF
(ORGANIZATION)

**To: The Department of Consumer and Regulatory Affairs
Washington, D.C.**

We, the undersigned natural persons of the age of 21 years or more, acting as incorporators of a corporation do hereby adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act [D.C. Code, 1981 Edition, Title 29, Chapter 5].

FIRST: The name of the corporation is: (organization)

SECOND: The period of duration is perpetual.

THIRD: This corporation is organized and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal revenue Code of 1986:

1. To work with the District of Columbia's Main Street program and the National Trust for Historic Preservation's Main Street program and/or other historic preservation organizations to preserve the historic character of the (proposed area) of Washington, D.C.'s ____ (neighborhood) ____ Historic District, and to promote its adaptive use.
2. To produce and distribute educational material relating to the (proposed area) area of the (proposed neighborhood) Historic District;
3. To assist other charitable and educational organizations in the conduct of similar activities;
4. To engage in other charitable and educational activities as determined by the Board of Directors;
5. To establish in the main office or elsewhere all departments and activities necessary to carry out the purpose of the corporation; and
6. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of any performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

FOURTH: The corporation shall not have_____members.

FIFTH: No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the

Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make taxable expenditures as defined in Section 4945(d) of the Internal revenue Code 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

SIXTH: The affairs of the corporation shall be carried on through its Board of Directors; the manner of their election or appointment, other than the initial Board of Directors provide for herein, shall be as provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

SEVENTH: The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such code.

NINTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

TENTH: The address, including the street and number of its initial registered office is ____ (complete address) ____, and the name of its initial registered agent is ____ (NAME) ____.

ELEVENTH: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statue, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

TWELTH: The number of directors constituting the initial Board of Directors is ____ (number) ____ (#), but the number of directors may be increased or decreased in the manner set forth in the bylaws, provided that the number shall not be less that three (3). The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

NAME	ADDRESS
(name)	(address)
(name)	(address)
(name)	(address)

THIRTEENTH: The name and address of each incorporator is:

NAME	ADDRESS
(name)	(address)
(name)	(address)
(name)	(address)

Dated: _____

(Incorporators)

District of Columbia)
) ss:

I, _____, a Notary Public, hereby certify that on the
 _____ day of _____, 200 , personally appeared before me and
 _____,
 _____, and _____, who signed
 the foregoing document as incorporators, and declared that the statements contained
 therein are true.

 Notary Public

My commission expires: